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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
-----X

**TWENTY-EIGHTH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF JANUARY 1, 2021 THROUGH JANUARY 31, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	January 1, 2021 through January 31, 2021
Monthly Fees Incurred:	\$467,453.00
20% Holdback:	\$93,490.60
Total Compensation Less 20% Holdback:	\$373,962.40
Monthly Expenses Incurred:	\$1,193,365.13
Total Fees and Expenses Requested:	\$1,567,327.53

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Twenty-Eighth Monthly Fee Statement”) covering the period from January 1, 2021 through and including January 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twenty-Eighth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$1,660,818.13) reflects voluntary reductions for the Compensation Period of \$72,051.00 in fees and \$2,119.59 in expenses.

compensation in the amount of \$373,962.40 (80% of \$467,453.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$1,193,365.13³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes: (i) \$541,750.85 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider; and (ii) \$645,520.00 of expenses relating to the retention and compensation of expert witnesses retained by the Creditors' Committee in connection with certain litigation.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Twenty-Eighth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Twenty-Eighth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 7, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Twenty-Eighth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Twenty-Eighth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twenty-Eighth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
March 23, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	9.50	12,017.50
Philip Dublin	Financial Restructuring	1999	1,655.00	6.10	10,095.50
Dean Chapman	Litigation	2009	1,265.00	90.50	114,482.50
Julius Chen	Litigation	2010	1,075.00	5.00	5,375.00
David Zensky	Litigation	1988	1,655.00	11.30	18,701.50
Total Partner				122.40	160,672.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Saurabh Sharad	Litigation	2015	1,005.00	8.20	8,241.00
John Kane	Litigation	2016	970.00	20.40	19,788.00
Total Counsel				28.60	28,029.00
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	15.20	14,896.00
Joseph Szydlo	Financial Restructuring	2019	810.00	12.40	10,044.00
Patrick Glackin	Litigation	2019	770.00	23.50	18,095.00
Jullian Kulikowski	Litigation	2019	770.00	70.40	54,208.00
Jeff Latov	Litigation	2017	940.00	29.70	27,918.00
Nicholas Lombardi	Litigation	2018	980.00	16.00	15,680.00
Elise Maizel	Litigation	2017	940.00	9.50	8,930.00
Sean Nolan	Litigation	2018	855.00	19.20	16,416.00
Lewis Tandy	Litigation	2018	700.00	13.70	9,590.00
Conor Youngs	Litigation	Pending	610.00	13.90	8,479.00
Russell Collins	Staff Attorney	1998	500.00	183.80	91,900.00

Total Associates				407.30	276,156.00
PARALEGALS & LEGAL ASSISTANTS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Dagmara Krasa-Berstell	Financial Restructuring	N/A	440.00	5.90	2,596.00
Total Legal Assistants				5.90	2,596.00
Total Hours / Fees Requested				564.20	467,453.00

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,249.68	151.00	188,701.00
Associates	678.02	407.30	276,156.00
Paralegals/Non-Legal Staff	440.00	5.90	2,596.00
Blended Timekeeper Rate	828.52		
Total Fees Incurred		564.20	467,453.00

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
2	General Case Administration	4.00	1,945.00
3	Akin Gump Fee Application/Monthly Billing Reports	8.70	7,190.00
7	Creditor Committee Matters/Meetings (including 341 meetings)	2.90	2,808.50
8	Hearings and Court Matters/Court Preparation DIP, Cash Collateral Usage, Adequate Protection and Exit	11.70	14,556.50
10	Financing	2.60	3,289.00
12	General Claims Analysis/Claims Objection	17.10	20,626.50
15	Secured Creditors Issues/Communications/Meetings	12.10	11,874.00
20	Jointly Asserted Causes of Action	502.20	402,260.00
22	Disclosure Statement/Solicitation/Plan/Confirmation	2.10	2,062.50
23	Asset Dispositions/363 Asset Sales	0.80	841.00
TOTAL:		564.20	467,453.00

Exhibit C

Itemized Fees

Akin Gump

Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1927778
Invoice Date 03/22/21
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
002	Case Administration	4.00	\$1,945.00
003	Akin Gump Fee Application/Monthly Billing Reports	8.70	\$7,190.00
007	Creditors Committee Matters/Meetings (including 341 Meetings)	2.90	\$2,808.50
008	Hearings and Court Matters/Court Preparation	11.70	\$14,556.50
010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	2.60	\$3,289.00
012	General Claims Analysis/Claims Objections	17.10	\$20,626.50
015	Secured Creditors Issues/Communications/Meetings	12.10	\$11,874.00
020	Jointly Asserted Causes of Action	502.20	\$402,260.00
022	Disclosure Statement/Solicitation/Plan/Confirmation	2.10	\$2,062.50
023	Asset Dispositions/363 Asset Sales	0.80	\$841.00
	TOTAL	<u>564.20</u>	<u>\$467,453.00</u>

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/04/21	DK	002 Review case docket (.5); update case calendar (.3).	0.80
01/08/21	DK	002 Review and update case calendar.	0.50
01/11/21	JES	002 Call with S. Mahkamova re admin tasklist.	0.50
01/15/21	DK	002 Review case docket (.2); update case calendar (.5); draft status email for attorneys (.1).	0.80
01/20/21	DK	002 Review case docket (.4); update case calendar (.2).	0.60
01/29/21	DK	002 Review case docket (.3); update case calendar (.5).	0.80
01/05/21	ZDL	003 Communications with M3 regarding fee accrual and payments.	0.20
01/11/21	ZDL	003 Emails with J. Szydlo regarding invoice and status.	0.40
01/11/21	JES	003 Review invoice for privileged information (1.0); correspond with Z. Lanier and accounting team re same (.4); draft fee statement (1.2).	2.60
01/12/21	JES	003 Revise fee statement (.8); multiple communications with accounting team re same (1.1); review expert invoices (.2); correspond with accounting re same (.3).	2.40
01/13/21	ZDL	003 Provide fee accrual to M3 (.2); review November fee statement (.2).	0.40
01/14/21	ZDL	003 Review November fee statement.	0.10
01/15/21	DK	003 Prepare and file November fee statement (.6); draft status email for attorneys (.1); correspondence with Prime Clerk re service of the above (.1).	0.80
01/15/21	JES	003 Revise fee statement (.2); coordinate filing of same (.1).	0.30
01/26/21	ZDL	003 Review invoice for privilege and confidentiality.	0.30
01/27/21	JPk	003 Prepare internal correspondence re interim fee application.	0.30
01/27/21	ZDL	003 Review invoice for privilege and confidentiality (.6); prepare fee accrual report (.3).	0.90
01/04/21	ZDL	007 Call with unsecured creditor regarding status of bankruptcy cases.	0.30
01/05/21	ZDL	007 Call with unsecured creditor regarding status of claim and next steps in bankruptcy.	0.30
01/07/21	ZDL	007 Communications with Committee member regarding status of various case issues (.2); draft email and respond to unsecured creditor regarding claim status (.3).	0.50
01/20/21	ZDL	007 Emails with UCC regarding upcoming hearing.	0.30
01/21/21	ZDL	007 Email with creditor regarding claim status.	0.20
01/26/21	SLB	007 Confer with creditor re case status.	0.30
01/26/21	ZDL	007 Call with creditor regarding case status and claim.	0.30
01/29/21	JES	007 Calls with creditors re case updates and status.	0.70
01/18/21	SLB	008 Correspondence with Debtors' counsel (.2) and Z. Lanier and S. Mahkamova (.2) re upcoming hearing.	0.40
01/18/21	ZDL	008 Correspondence with S. Brauner and S. Mahkamova regarding hearing matters.	0.30
01/19/21	DK	008 Review and update transcript files.	0.50
01/20/21	ZDL	008 Review Pearl substantial contribution papers in advance of hearing.	0.90
01/20/21	JES	008 Attend hearing re Pearl Global's application for substantial contribution claim (partial).	2.00
01/21/21	DMZ	008 Draft correspondence to UCC re hearing (.1); monitor hearing (partial) (1.1).	1.20
01/21/21	PCD	008 Review materials in preparation for hearing (1.3); participate in hearing (2.2).	3.50
01/21/21	SLB	008 Attend hearing telephonically (2.2); review and revise summary re same (.2).	2.40
01/25/21	DK	008 Review and update transcript files.	0.50
01/30/21	DLC	010 Review and revise various materials in connection with potential financing and circulate revisions to same (1.8); provide litigation update to litigation designees re same (.2); correspond with S. Brauner re same	2.30

SEARS CREDITORS COMMITTEE
Bill Number: 1927778

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.3).	
01/30/21	SLB	010 Correspondence with D. Chapman re open issues in connection with Adversary Proceeding.	0.30
01/02/21	SLB	012 Prepare for upcoming call with Admin Rep and Debtors re claims issues.	0.20
01/03/21	PCD	012 Review presentation in preparation for 1/4 call with company and Admin claims rep.	0.80
01/03/21	DLC	012 Finalize and circulate claims presentation to admin creditors.	0.60
01/04/21	DMZ	012 Attend call with admin creditors (partial).	1.00
01/04/21	PCD	012 Call with company and administrative creditors' professionals re status and next steps.	1.30
01/04/21	DLC	012 Prepare for (.3) and participate in (1.3) call with admin creditors re claims status.	1.60
01/04/21	SLB	012 Participate on call with Admin Rep, Debtors and UCC advisors re case status and admin claims issues.	1.30
01/12/21	PCD	012 Emails with S. Brauner and Z. Lanier re Pearl administrative motion pleadings (.1); review draft objection to 503 motion (.4).	0.50
01/12/21	SLB	012 Review draft objection to Pearl 503 motion (.4); revise joinder re same (.5); correspondence with P. Dublin and Z. Lanier re same (.2).	1.10
01/12/21	ZDL	012 Review Pearl motion for substantial contribution (.7); review draft response provided by Debtors (.3); draft UCC joinder to debtors' response (.9); correspondence with P. Dublin and S. Brauner re same (.1); conduct research regarding substantial contribution (.3).	2.30
01/13/21	SLB	012 Revise joinder re objection to Pearl 503 application (.3); correspondence with counsel to Debtors and Admin Claims Rep re same (.3); correspondence with Z. Lanier re same (.4); correspondence with UCC members re same (.3).	1.30
01/13/21	ZDL	012 Revise joinder to debtors' objection to Pearl sub. contrib. motion (.4); correspond with S. Brauner re same (.4); conduct research regarding the same (.5); review revised draft of debtors' opposition to same (.3).	1.60
01/14/21	DK	012 Prepare and file joinder to Debtors' opposition to Pearl's claim (.5); draft update email to S. Brauner and Z. Lanier (.1).	0.60
01/14/21	SLB	012 Review final version of Debtors' objection to Pearl 503 motion (.2); correspondence with Debtors' and Admin Rep's counsel re same (.1); finalize joinder re same (.2).	0.50
01/14/21	ZDL	012 Finalize joinder (.5) and coordinate filing and service (.4).	0.90
01/14/21	JES	012 Review Pearl Global substantial contribution application (.3); review Debtors' objection to same (.5); review UCC and Admin Rep's joinders re same (.4);	1.20
01/25/21	SLB	012 Review draft order denying Pearl 503 application (.2); correspondence with parties in interest re same (.1).	0.30
01/12/21	ZDL	015 Review district court ruling in 507(b) appeal in connection with upcoming brief deadline.	0.80
01/13/21	ZJC	015 Review Second Lienholders' opening brief in Second Circuit appeal (2.1); review decisions of bankr. and dist. courts in connection with same (2.3).	4.40
01/13/21	ZDL	015 Review appellants' opening brief in Second Circuit appeal of 507(b) ruling (2.2); review prior research performed in connection with same (.5).	2.70
01/13/21	JES	015 Review appellants' opening brief and supporting documents in 507(b) appeal.	2.70
01/14/21	ZDL	015 Continue review of appellants' opening brief in 507(b) appeal.	0.90
01/19/21	ZJC	015 Correspond with Debtors' counsel re 507(b) appeal and related letter filing.	0.30
01/20/21	ZJC	015 Revise draft letter to Second Circuit re deadline for filing response brief in Section 507(b) appeal.	0.20
01/25/21	ZJC	015 Coordinate filing of Second Circuit letter re due date for response brief in Section 507(b) appeal.	0.10

SEARS CREDITORS COMMITTEE
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/01/21	NRL	020 Conduct second level review of discovery documents (3.6); draft summary of hot docs (.3).	3.90
01/02/21	RJC	020 Review discovery documents (4.1); draft fact chronology memorandum (2.2).	6.30
01/02/21	DLC	020 Review legal research in connection with adversary proceeding.	0.20
01/02/21	SMN	020 Review legal research re claims asserted in Adversary Proceeding.	0.40
01/03/21	RJC	020 Review discovery documents (3.9); draft fact chronology memorandum (2.4).	6.30
01/03/21	JPk	020 Review internal correspondence regarding research in connection with adversary proceeding (1.1); prepare internal correspondence re same (0.5).	1.60
01/04/21	RJC	020 Review discovery documents (3.4); draft fact chronology in connection with same (5.0).	8.40
01/04/21	DLC	020 Review and revise consolidation brief (1.5); review communication from defendants in connection with same (.2).	1.70
01/04/21	SS	020 Revise draft motion to consolidate.	1.80
01/04/21	JPk	020 Analyze privilege logs produced during adversary proceeding.	5.50
01/04/21	LJT	020 Analyze discovery issues concerning certain defendants.	0.10
01/04/21	SMN	020 Review correspondence from defense counsel re insurance fees reimbursed (.1); update tracker for same (.3); review new cases implicating issues in motion to dismiss briefing (.7); draft correspondence to lit team members re motion to consolidate public shareholder action (.3).	1.40
01/04/21	PJG	020 Correspond with litigation team members re issues in connection with amended complaint (.9); correspond with FTI re the same (.4).	1.30
01/04/21	CWY	020 Correspond with lit team members re motion to consolidate (.5); review local court rules (.6); revise motion to consolidate (.5); revise proposed consolidation and amended scheduling order (.8); conduct research re proposed consolidation order (1.4).	3.80
01/05/21	RJC	020 Review discovery documents (4.4); draft fact chronology memorandum (5.3).	9.70
01/05/21	DLC	020 Review and revise motion to consolidate and proposed order (1.9); review discovery documentation and proposed protocol regarding public shareholder action (.3); correspond with members of lit team re same (.2); confer with members of PW team re document productions (.3).	2.70
01/05/21	SS	020 Review and revise motion to consolidate (.7); revise proposed order re same (.3); correspondence with co-counsel re discovery matters (.5); review production protocol re shareholder data re same (1.0).	2.50
01/05/21	JPk	020 Review privilege logs produced in adversary proceeding.	4.80
01/05/21	EBM	020 Analyze open research issues in connection with Adversary Proceeding.	0.10
01/05/21	LJT	020 Analyze discovery issues with certain defendants.	0.10
01/05/21	SMN	020 Review filing in New York insurance coverage action (.1); review cases implicating issues in motion to dismiss briefing (.2).	0.30
01/05/21	PJG	020 Correspond with H5 re saved searches and document review.	0.40
01/05/21	CWY	020 Conduct research in connection with proposed consolidation order (.4); revise proposed consolidation and amended scheduling order (.5); revise motion to consolidate (1.3); revise proposed order to consolidate (.3).	2.50
01/05/21	NRL	020 Conduct second level document review re corporate governance issues in connection with Adversary Proceeding.	6.30
01/06/21	DMZ	020 Provide comments to draft order and revised consolidation motion.	0.50
01/06/21	RJC	020 Review discovery documents and draft fact chronology.	6.20
01/06/21	DLC	020 Review and comment on analysis re privilege logs (4.5); confer with FTI team members re same (.3); review materials in connection with discovery (.4); confer with Herrick team members re case status (.2); confer with experts re case status (.3); review revisions to consolidation papers (.3).	6.00
01/06/21	JPk	020 Prepare correspondence summarizing privilege logs produced during	1.30

SEARS CREDITORS COMMITTEE
Bill Number: 1927778

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		adversary proceeding.	
01/06/21	EBM	020 Analyze privilege log issues.	0.30
01/06/21	LJT	020 Correspondence with P. Glackin re discovery issues in connection with certain defendant.	0.20
01/06/21	SMN	020 Review cases implicating issues in motion to dismiss briefing.	0.30
01/06/21	PJG	020 Confer with L. Tandy re analysis of discovery documents (.2); review and analyze defendants' privilege log (1.0).	1.20
01/06/21	CWY	020 Revise motion to consolidate (.4); revise proposed consolidation and amended scheduling order (.3).	0.70
01/07/21	DMZ	020 Review and comment on consolidation motion briefing.	0.30
01/07/21	RJC	020 Review discovery documents (5.9); draft fact chronology memorandum (1.6).	7.50
01/07/21	DLC	020 Review and analyze privilege logs (4.1); review and revise consolidation papers (.7); follow-up correspondence with members of ASK team re same (1.2).	6.00
01/07/21	JPk	020 Analyze issues regarding privilege logs.	0.50
01/07/21	EBM	020 Conduct research (1.9) and draft (1.1) summary to litigation team regarding privilege log issues.	3.00
01/07/21	SMN	020 Review recent cases implicating issues in motion to dismiss briefing.	0.30
01/07/21	JRK	020 Conduct review of electronic discovery documents (5.0); draft chronology memo re same (1.0).	6.00
01/07/21	PJG	020 Review emails from H5 re document analysis.	0.20
01/07/21	CWY	020 Revise motion to consolidate (.3); revise proposed consolidation and amended scheduling order (.3).	0.60
01/08/21	DMZ	020 Draft correspondence to lit team members re consolidation motion.	0.10
01/08/21	RJC	020 Review discovery documents and draft fact memorandum.	7.30
01/08/21	DLC	020 Confer with ASK team members re public shareholder defendants (.5); revise consolidation papers (.7); analyze issues re public shareholder defendants (1.7); draft correspondence to lit team members re document review issues and privilege logs (.7); review correspondence from defendant's counsel re same (.5); draft correspondence to FTI team members re public shareholder action (.4).	4.50
01/08/21	JPk	020 Prepare analysis of privilege logs produced in adversary proceeding.	2.10
01/08/21	JAL	020 Conduct second level review of prepetition transaction documents.	2.20
01/08/21	LJT	020 Review electronic discovery documents in connection with discovery issues.	0.70
01/08/21	SMN	020 Review recent filings in New York insurance coverage action.	0.10
01/08/21	JRK	020 Conduct review of electronic discovery documents (5.0); draft chronology memo re same (2.0); correspondence with electronic discovery vendors re same (.2).	7.20
01/08/21	PJG	020 Review analysis of defendants' privilege log (.2); review discovery documents (.6).	0.80
01/08/21	NRL	020 Review discovery documents in connection with Adversary Proceeding.	1.40
01/09/21	RJC	020 Review discovery documents and draft fact chronology memorandum.	5.60
01/09/21	DLC	020 Confer with counsel to third party regarding adversary proceeding issues (.2); confer with ASK team regarding public shareholder action issues (.2).	0.40
01/10/21	JPk	020 Correspond with document vendor regarding documents contained in defendant's privilege log.	0.60
01/11/21	RJC	020 Review discovery documents (4.9); draft fact chronology memorandum (1.8).	6.70
01/11/21	DLC	020 Confer with litigation designees re case update (.4); analyze issues re same (.3).	0.70
01/11/21	JPk	020 Correspond with document vendor regarding privilege logs produced during adversary proceeding.	1.30
01/11/21	JAL	020 Review prepetition documents and communications in connection with adversary proceeding.	5.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/11/21	SMN	020 Correspond with members of the litigation team re additional extension of partial stay (.1); review cases implicating issues in motion to dismiss briefing (.3).	0.40
01/11/21	JRK	020 Review case law alerts (2.0); conduct review of electronic discovery documents (3.0); review chronology circulated by R. Collins (.5).	5.50
01/12/21	RJC	020 Review electronic discovery documents (5.0); draft fact chronology re same (3.5).	8.50
01/12/21	DLC	020 Review and finalize consolidation documents (.6); review research memo in connection with Adversary Proceeding (1.2); prepare for (.2) and participate in (2.0) call with experts.	4.00
01/12/21	JAL	020 Review prepetition documents and communications in connection with Adversary Proceeding (3.4); attend call with experts (2.0).	5.40
01/12/21	LJT	020 Review correspondence re discovery issues with certain defendants.	0.10
01/12/21	SMN	020 Email defendants re stay of action (.2); review cases implicating issues relevant to Adv. Proc. (.4); attend call with experts (2.0); correspond with experts re same (.2).	2.80
01/12/21	JRK	020 Conduct review of electronic discovery documents (6.0); revise draft chronology memo with respect to same (2.0).	8.00
01/12/21	PJG	020 Correspond with expert re invoices in connection with adversary proceeding.	0.50
01/12/21	CWY	020 Review internal correspondence re consolidation papers.	0.10
01/13/21	RJC	020 Revise fact chronology memo.	6.60
01/13/21	DLC	020 Review and revise ASK engagement letter.	1.50
01/13/21	JAL	020 Conduct review of discovery documents and communications.	2.50
01/13/21	LJT	020 Review multiple discovery letters in connection with discovery issues with certain defendant (.5); analyze issues re the same (.3).	0.80
01/13/21	SMN	020 Review cases implicating issues in motion to dismiss briefing.	0.50
01/13/21	JRK	020 Conduct review of electronic discovery documents (1.0); revise draft chronology memo with respect to same (4.0).	5.00
01/13/21	PJG	020 Correspond with H5 re saved searches in connection with analysis of claims (.2); analyze defendants' privilege logs (1.5); draft correspondence to litigation team members re same (.2).	1.90
01/14/21	RJC	020 Conduct review of discovery documents.	6.50
01/14/21	DLC	020 Review internal analysis re discovery issues (.4); compile materials for ASK team and outline next steps re consolidation (1.0).	1.40
01/14/21	JAL	020 Conduct review of prepetition documents and communications.	3.30
01/14/21	LJT	020 Analyze discovery issues re certain defendant (.6); draft correspondence to members of litigation team re the same (.3).	0.90
01/14/21	SMN	020 Correspond with experts re document review issues (.1); review cases implicating issues in motion to dismiss briefing (.1).	0.20
01/14/21	JRK	020 Conduct review of electronic discovery documents (2.0); draft chronology with respect to the same (4.0).	6.00
01/15/21	RJC	020 Review discovery documents (4.9); draft fact chronology re same (1.5).	6.40
01/15/21	DLC	020 Review fact chronology memorandum and related materials (1.7); confer with litigation designee re case updates (.2).	1.90
01/15/21	SMN	020 Correspond with expert re invoicing issues.	0.10
01/15/21	JRK	020 Conduct review of electronic discovery documents.	5.00
01/16/21	RJC	020 Review discovery documents and related materials.	4.10
01/16/21	JPk	020 Prepare internal correspondence regarding privilege logs produced in adversary proceeding.	0.50
01/16/21	PJG	020 Analyze and summarize issues arising from defendants' privilege log.	1.90
01/17/21	DMZ	020 Review privilege issues memorandum and related materials (.5); review correspondence from J. Kane re same (.1).	0.60
01/17/21	DLC	020 Revise memorandum re privilege logs and related issues.	0.50
01/17/21	JPk	020 Prepare and send correspondence regarding privilege logs produced in adversary proceeding to D. Zensky.	0.30
01/17/21	PJG	020 Analyze defendants' privilege log.	1.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/18/21	RJC	020 Review discovery documents in connection with Adversary Proceeding.	4.10
01/18/21	DLC	020 Draft memorandum re privilege logs (3.7); multiple communications with counsel to defendant re same (1.5); confer with ASK and FTI re public shareholders issues (.9); correspond with H5 re discovery (.7).	6.80
01/18/21	JAL	020 Conduct review of electronic discovery documents.	3.30
01/18/21	PJG	020 Revise analysis of defendants' privilege log.	0.40
01/19/21	DMZ	020 Analyze issues re consolidation.	0.30
01/19/21	RJC	020 Review discovery documents; (5.1); draft fact chronology re same (2.9).	8.00
01/19/21	DLC	020 Finalize and circulate memorandum re privilege logs to lit. team members (1.0); confer with Herrick team re tolling agreement (.3); confer with ASK team re case schedule (.2); begin review of motion to dismiss filed in public shareholder action (1.1).	2.60
01/19/21	JAL	020 Draft fact chronology in connection with Adversary Proceeding.	2.00
01/19/21	SMN	020 Correspond with e-discovery vendor and expert re documents for review (.1); review recent cases implicating issues in motion to dismiss briefing (.8).	0.90
01/19/21	NRL	020 Conduct second level review of discovery documents.	2.60
01/20/21	DMZ	020 Participate on call with lit. team members re privilege log issues (1.0); review transaction documents (1.5); correspond with ASK team re same (.2); review internal correspondence re consolidation (.2).	2.90
01/20/21	RJC	020 Review discovery documents and draft fact chronology.	8.10
01/20/21	DLC	020 Prepare for (.3) and participate in (1.0) call with members of litigation team re privilege logs; correspond with P. Glackin re same (.5); review newly filed documents in public shareholder action (.5); review case law and legal research re privilege issues (4.1); review revisions to proposed consolidation order (.7); review and respond to correspondence with H5 re discovery (.5).	7.60
01/20/21	SS	020 Analyze issues re public shareholder discovery.	0.10
01/20/21	JPk	020 Prepare for (.5) and attend (1.0) call with members of litigation team to discuss privilege logs produced in adversary proceeding.	1.50
01/20/21	EBM	020 Prepare for (.3) and participate on (1.0) litigation team call regarding privilege log issues; draft summary re privilege analysis (.4).	1.70
01/20/21	JAL	020 Draft protective order (2.4); conduct research in connection with same (3.5).	5.90
01/20/21	LJT	020 Review and analyze public shareholder motion to dismiss (.7); attend call with members of Akin litigation team re privilege issues (1.0).	1.70
01/20/21	SMN	020 Review cases implicating issues in motion to dismiss briefing (.6); review electronic discovery documents relevant to motions to dismiss public shareholder action (1.2); draft correspondence to D. Zensky re same (.3); review motion to dismiss briefing in public shareholder action (.9).	3.00
01/20/21	JRK	020 Review correspondence with members of the litigation team re defendants' document productions in preparation for team call (.5); attend team call regarding defendants' privilege logs (1.0); conduct review of electronic discovery documents (3.2).	4.70
01/20/21	PJG	020 Analyze defendants' privilege logs (1.4); call with litigation team members re analysis of defendants' privilege logs (1.0); correspond with D. Chapman re same (.5).	2.90
01/20/21	CWY	020 Review recent court filings in adversary proceeding.	0.10
01/21/21	RJC	020 Review electronic discovery documents.	6.50
01/21/21	DLC	020 Continue review of motion to dismiss papers in connection with public shareholder action (1.7); participate in call with ASK re same (.8); review and revise correspondence re same (.2); confer with clerk's office re local rules (.4); participate in call with counsel to defendant re privilege issues (.7); review deck re Adv. Proc. (.5); correspond with members of litigation team re consolidation motion (.4).	4.70
01/21/21	LJT	020 Review and analyze Public Shareholder motion to dismiss (.3); call with	1.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		A. Praestholm re the same (.4); review case law re adversary proceeding issues (.5).	
01/21/21	SMN	020 Review cases implicating issues in motion to dismiss briefing (.2); call with ASK team re motions to dismiss public shareholder action (.8); review motion to dismiss briefing in public shareholder action (.5).	1.50
01/21/21	JRK	020 Conduct review of electronic discovery documents (3.0); correspondence with e-discovery vendor regarding the same (.2); review draft chronology regarding the same (1.0).	4.20
01/21/21	PJG	020 Draft letter to defendants re privilege log.	1.30
01/22/21	DMZ	020 Review privilege log memo.	0.20
01/22/21	RJC	020 Review discovery documents (5.2); draft fact chronology re same (1.8).	7.00
01/22/21	DLC	020 Review key documents and legal theories in connection with Adv. Proc. (1.4); update case budget (.6); review and respond to correspondence from counsel to defendant re open issues (1.6); review documents in connection with same (.4).	4.00
01/22/21	SS	020 Revise motion to consolidate (.4); correspond with co-counsel re same (.1).	0.50
01/22/21	JPk	020 Review correspondence regarding discovery.	0.10
01/22/21	LJT	020 Review case law in connection with adversary proceeding issues (2.0); draft summary re the same (.8).	2.80
01/22/21	SMN	020 Review motion to dismiss filings in public shareholder action (.3); review filing on docket of New York D&O insurance coverage action (.2); send email update to members of the litigation team re same (.1).	0.60
01/22/21	JRK	020 Conduct review of electronic discovery documents (2.0); correspondence with electronic discovery vendors regarding document review protocol (.2); correspondence to members of litigation team re defendants' document productions (.5); review correspondence with defendants re same (.2).	2.90
01/22/21	PJG	020 Email litigation team members re analysis of adversary proceeding issues.	0.20
01/22/21	CWY	020 Review draft motion to consolidate.	0.10
01/24/21	RJC	020 Review discovery documents in connection with Adv. Proc.	3.60
01/24/21	PJG	020 Analyze issues in connection with defendants' privilege logs.	1.80
01/25/21	DMZ	020 Correspond with Litigation Designees re consolidating briefing.	0.20
01/25/21	RJC	020 Review documents and draft fact chronology re same.	7.00
01/25/21	DLC	020 Draft update presentation for Litigation Designees (1.4); review and revise draft consolidation motion (1.8); confer with ASK team re motion to dismiss arguments (.5).	3.70
01/25/21	EBM	020 Draft letter to opposing counsel regarding issues with privilege log.	2.20
01/25/21	LJT	020 Review and analyze case law in connection with adversary proceeding issues (.5); revise summary re the same (.3).	0.80
01/25/21	SMN	020 Review cases implicating issues in motion to dismiss briefing.	0.70
01/25/21	JRK	020 Conduct review of electronic discovery documents (2.0); revise draft chronology memo re same (2.0).	4.00
01/25/21	PJG	020 Analyze issues in connection with defendants' privilege logs (1.6); draft correspondence to litigation team members re same (.5).	2.10
01/26/21	DMZ	020 Review and comment on revised consolidation motion.	1.70
01/26/21	RJC	020 Draft fact chronologies in connection with Adversary Proceeding.	7.00
01/26/21	DLC	020 Participate in call with counsel to third party re document productions (.4); review and revise consolidation motion and order (1.8); confer with ASK team re same (.5); review comments from counsel to defendant re same (.8); review hot docs (.6); confer with Weil team re hearing date (.4); review draft letter to defendants' counsel (.6).	5.10
01/26/21	SS	020 Review and revise motion to consolidate.	0.80
01/26/21	LJT	020 Conduct research re open issues re privilege logs.	0.40
01/26/21	SMN	020 Review cases implicating issues in motion to dismiss briefing.	0.40
01/26/21	CWY	020 Review adversary proceeding docket and recent filings (.1); conduct	3.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		research re discovery issues in connection with MTDs (2.3); revise notice of motion to consolidate (.7).	
01/27/21	DMZ	020 Review revised consolidation motion (.5); review and comment on letter to defendant's counsel (.2); draft correspondence to defendant's counsel re same (.2).	0.90
01/27/21	RJC	020 Review documents (5.6); draft fact chronology memorandum (3.3).	8.90
01/27/21	DLC	020 Revise consolidation briefing (2.6); confer with ASK re same (.6); review and comment on draft letter to defendant's counsel (1.3); confer with E. Maizel re same (.2); prepare for call with defendants (.2).	4.90
01/27/21	SS	020 Revise draft motion to consolidate (1.6); review case management order re same (.3).	1.90
01/27/21	EBM	020 Confer with D. Chapman re draft letter re privilege log (.2); review comments re same (.3).	0.50
01/27/21	LJT	020 Revise research summary in connection with adversary proceeding issues.	0.40
01/27/21	SMN	020 Review cases implicating issues in motion to dismiss briefing (.5); email defense counsel re expiration of partial stay (.2).	0.70
01/27/21	PJG	020 Draft correspondence to litigation team members re correspondence with defendants in connection with privilege logs.	0.50
01/27/21	CWY	020 Revise notice of motion to consolidate and amended scheduling order (1.1); conduct research re local procedural issues in connection with same (.4); correspond with members of litigation team re motion to consolidate (.4); review case management order re filing deadlines (.3); revise proposed order to consolidate and scheduling order (.6).	2.80
01/28/21	DMZ	020 Prepare for (.2) and participate on (.7) call with counsel to defendant re privilege logs; call with D. Chapman re same (.3); review revised letter re same (.1).	1.30
01/28/21	RJC	020 Review documents and draft fact chronology memorandum.	8.10
01/28/21	DLC	020 Prepare for (.3) and participate in (.7) meet-and-confer with defendants; call with D. Zensky re same (.3); revise proposed order to consolidate (.8); review and revise letter to defendant's counsel re privilege issues (.7); review legal research re same (1.2).	4.00
01/28/21	SS	020 Review comments to motion to consolidate from co-counsel (.4); draft revisions to same (.2).	0.60
01/28/21	EBM	020 Revise draft letter re privilege issues.	0.60
01/28/21	LJT	020 Analyze public shareholder motion to dismiss.	0.50
01/28/21	SMN	020 Review cases implicating issues in motion to dismiss briefing.	0.50
01/28/21	JRK	020 Conduct review of electronic discovery documents (2.0); revise draft chronology memo re same (3.5).	5.50
01/28/21	CWY	020 Review proposed scheduling order.	0.10
01/29/21	DMZ	020 Correspond with counsel to defendant re litigation admin issues.	0.10
01/29/21	RJC	020 Review discovery documents (7.1); draft fact chronology memorandum re same (1.2).	8.30
01/29/21	DLC	020 Review adversary proceeding administrative issues (2.3); revise document production memorandum (1.7); confer with Weil re consolidation (.7); confer with H5 re document productions (.3).	5.00
01/29/21	SLB	020 Analyze open issues in connection with Adversary Proceeding.	0.30
01/29/21	LJT	020 Review and analyze case law in connection with adversary proceeding issues (2.0); revise summary re the same (1.0).	3.00
01/29/21	SMN	020 Review new filing in New York D&O insurance coverage action.	0.10
01/29/21	JRK	020 Conduct review of electronic discovery documents (1.0); draft chronology memo re same (4.2).	5.20
01/29/21	PJG	020 Draft letter to defendants re privilege log issues.	1.50
01/29/21	NRL	020 Review documents in connection with adversary proceeding.	1.80
01/30/21	RJC	020 Review documents and draft fact chronology memorandum.	6.00
01/30/21	DLC	020 Review legal research re privilege issues (.4); follow-up with E. Maizel re same (.7).	1.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
01/30/21	EBM	020	Conduct additional research re privilege issues (.4); correspond with D. Chapman re same (.7).	1.10
01/31/21	RJC	020	Review discovery documents in connection with Adversary Proceeding.	5.10
01/31/21	DLC	020	Review and revise presentation for Lit. Designees (2.5); review document memorandum and hot documents (2.5).	5.00
01/31/21	SMN	020	Revise memo re document productions (3.7); draft correspondence to D. Chapman re same (.3).	4.00
01/31/21	PJG	020	Draft letter to defendants re privilege logs.	3.40
01/05/21	JRK	022	Review defendant's privilege logs.	1.20
01/20/21	SLB	022	Review update report re path to effective date (.5); correspondence with Debtors' counsel re same (.4).	0.90
01/05/21	SLB	023	Review proposed Transform resolution re motion to compel.	0.20
01/05/21	ZDL	023	Evaluate settlement proposal regarding turnover motion against Transform (.4); review underlying motion in connection with the same (.2).	0.60
Total Hours				564.20

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
D M ZENSKY	11.30	at	\$1655.00	=	\$18,701.50
P C DUBLIN	6.10	at	\$1655.00	=	\$10,095.50
D L CHAPMAN	90.50	at	\$1265.00	=	\$114,482.50
S L BRAUNER	9.50	at	\$1265.00	=	\$12,017.50
Z CHEN	5.00	at	\$1075.00	=	\$5,375.00
S SHARAD	8.20	at	\$1005.00	=	\$8,241.00
J P KANE	20.40	at	\$970.00	=	\$19,788.00
E B MAIZEL	9.50	at	\$940.00	=	\$8,930.00
J A LATOV	29.70	at	\$940.00	=	\$27,918.00
Z D LANIER	15.20	at	\$980.00	=	\$14,896.00
L J TANDY	13.70	at	\$700.00	=	\$9,590.00
S M NOLAN	19.20	at	\$855.00	=	\$16,416.00
J R KULIKOWSKI	70.40	at	\$770.00	=	\$54,208.00
P J GLACKIN	23.50	at	\$770.00	=	\$18,095.00
J E SZYDLO	12.40	at	\$810.00	=	\$10,044.00
C W YOUNGS	13.90	at	\$610.00	=	\$8,479.00
N R LOMBARDI	16.00	at	\$980.00	=	\$15,680.00
R J COLLINS	183.80	at	\$500.00	=	\$91,900.00
D KRASA-BERSTELL	5.90	at	\$440.00	=	\$2,596.00

Current Fees

\$467,453.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$141.68
Computerized Legal Research - Other	\$974.27
Computerized Legal Research - Westlaw - in contract 30% discount	\$4,804.01
Courier Service/Messenger Service- Off Site	\$104.32
Professional Fees - Legal	\$645,520.00
Professional Fees - Miscellaneous	\$541,750.85

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	141.68
Computerized Legal Research – Other	974.27
Computerized Legal Research – Westlaw – in contract 30% discount	4,804.01
Courier Service/Messenger Service – Off Site	104.32
Prof Fees – Legal	645,520.00
Professional Fees – Miscellaneous	541,750.85
Telephone – Long Distance	70.00
TOTAL:	1,193,365.13

Exhibit E

Itemized Disbursements

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
01/30/21	EBM	020	Conduct additional research re privilege issues (.4); correspond with D. Chapman re same (.7).	1.10
01/31/21	RJC	020	Review discovery documents in connection with Adversary Proceeding.	5.10
01/31/21	DLC	020	Review and revise presentation for Lit. Designees (2.5); review document memorandum and hot documents (2.5).	5.00
01/31/21	SMN	020	Revise memo re document productions (3.7); draft correspondence to D. Chapman re same (.3).	4.00
01/31/21	PJG	020	Draft letter to defendants re privilege logs.	3.40
01/05/21	JRK	022	Review defendant's privilege logs.	1.20
01/20/21	SLB	022	Review update report re path to effective date (.5); correspondence with Debtors' counsel re same (.4).	0.90
01/05/21	SLB	023	Review proposed Transform resolution re motion to compel.	0.20
01/05/21	ZDL	023	Evaluate settlement proposal regarding turnover motion against Transform (.4); review underlying motion in connection with the same (.2).	0.60
Total Hours				564.20

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
D M ZENSKY	11.30	at	\$1655.00	=	\$18,701.50
P C DUBLIN	6.10	at	\$1655.00	=	\$10,095.50
D L CHAPMAN	90.50	at	\$1265.00	=	\$114,482.50
S L BRAUNER	9.50	at	\$1265.00	=	\$12,017.50
Z CHEN	5.00	at	\$1075.00	=	\$5,375.00
S SHARAD	8.20	at	\$1005.00	=	\$8,241.00
J P KANE	20.40	at	\$970.00	=	\$19,788.00
E B MAIZEL	9.50	at	\$940.00	=	\$8,930.00
J A LATOV	29.70	at	\$940.00	=	\$27,918.00
Z D LANIER	15.20	at	\$980.00	=	\$14,896.00
L J TANDY	13.70	at	\$700.00	=	\$9,590.00
S M NOLAN	19.20	at	\$855.00	=	\$16,416.00
J R KULIKOWSKI	70.40	at	\$770.00	=	\$54,208.00
P J GLACKIN	23.50	at	\$770.00	=	\$18,095.00
J E SZYDLO	12.40	at	\$810.00	=	\$10,044.00
C W YOUNGS	13.90	at	\$610.00	=	\$8,479.00
N R LOMBARDI	16.00	at	\$980.00	=	\$15,680.00
R J COLLINS	183.80	at	\$500.00	=	\$91,900.00
D KRASA-BERSTELL	5.90	at	\$440.00	=	\$2,596.00

Current Fees

\$467,453.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$141.68
Computerized Legal Research - Other	\$974.27
Computerized Legal Research - Westlaw - in contract 30% discount	\$4,804.01
Courier Service/Messenger Service- Off Site	\$104.32
Professional Fees - Legal	\$645,520.00
Professional Fees - Miscellaneous	\$541,750.85

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	Telephone - Long Distance	\$70.00	
	Current Expenses		\$1,193,365.13
<u>Date</u>		<u>Value</u>	
09/28/20	Professional Fees - Legal VENDOR: Expert Service Provider INVOICE#: 1005496-01 DATE: 9/28/2020	\$161,044.00	
	For expert services rendered and expenses incurred in adversary proceeding for period ending August 31, 2020.		
09/28/20	Professional Fees - Legal VENDOR: Expert Service Provider INVOICE#: 1005496-02 DATE: 9/28/2020	\$37,553.50	
	For expert services rendered and expenses incurred in adversary proceeding for period ending Aug. 31, 2020.		
10/27/20	Professional Fees - Legal VENDOR: Expert Service Provider INVOICE#: 1006456 DATE: 10/27/2020	\$133,672.50	
	For expert services rendered and expenses incurred in adversary proceeding for period ending Sept. 30, 2020.		
12/15/20	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-28815 DATE: 12/15/2020	\$114,392.30	
	Data Hosting; Hosting Project Management Hrs. User fees		
12/15/20	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-28646 DATE: 12/15/2020	\$201,037.50	
	Key Document Identification (Hrs.) Data Management		
01/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 1/4/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35	
01/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85	
01/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 1/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$164.16	
01/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/5/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08	
01/06/21	Computerized Legal Research - Westlaw	\$128.35	

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Bill Number: 1927778Page 12
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	- in contract 30% discount User: LATOV JEFFREY Date: 1/6/2021 AcctNumber: 1000193694 ConnectTime: 0.0	
01/06/21	Computerized Legal Research - Westlaw	\$22.39
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/06/21	Computerized Legal Research - Westlaw	\$82.08
	- in contract 30% discount User: YEN DORIS Date: 1/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/06/21	Computerized Legal Research - Westlaw	\$7.46
	- in contract 30% discount User: YEN DORIS Date: 1/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$128.10
	-- Usage from 10/1/2020 to 12/31/2020	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$2.70
	-- Usage from 10/1/2020 to 12/31/2020	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$14.20
	-- Usage from 10/1/2020 to 12/31/2020	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$3.20
	-- Usage from 10/1/2020 to 12/31/2020	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$45.30
	-- Usage from 10/1/2020 to 12/31/2020	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$15.90
	-- Usage from 10/1/2020 to 12/31/2020	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$406.50
	-- Usage from 10/1/2020 to 12/31/2020	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$23.40
	-- Usage from 10/1/2020 to 12/31/2020	
01/06/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER	\$7.60

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	INVOICE#: 2503192-Q42020 DATE: 1/6/2021	
01/06/21	-- Usage from 10/1/2020 to 12/31/2020 Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42020 DATE: 1/6/2021	\$13.60
01/07/21	-- Usage from 10/1/2020 to 12/31/2020 Computerized Legal Research - Westlaw - in contract 30% discount User: BERNLOHR ELISE Date: 1/7/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
01/07/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 1/7/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
01/08/21	Professional Fees - Legal VENDOR: Expert Service Provider INVOICE#: 1009484 DATE: 1/8/2021	\$64,109.00
01/11/21	For expert services rendered for the period ending Nov. 30, 2020 in Sears adversary proceeding Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 1/11/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
01/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
01/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 1/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$164.16
01/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 1/12/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
01/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/12/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 1/13/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$193.26
01/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date:	\$22.39

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	1/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
01/13/21	Professional Fees - Legal VENDOR: Expert Service Provider INVOICE#: 13638 DATE: 1/13/2021 For expert services rendered for the period through December 31, 2020 in Adversary Proceeding	\$249,141.00
01/13/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-29070 DATE: 1/13/2021	\$113,321.25
01/14/21	Key document identification hrs; data management hrs; data management hrs. Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 1/14/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
01/14/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-29085 DATE: 1/14/2021 Data hosting, Hosting project management; User fees	\$112,999.80
01/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
01/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 1/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$164.16
01/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/19/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: CHAPMAN DEAN Date: 1/20/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$1,155.12
01/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 1/20/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
01/20/21	Computerized Legal Research - Westlaw	\$22.39

SEARS CREDITORS COMMITTEE
Bill Number: 1927778

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	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/20/21	Computerized Legal Research - Westlaw	\$82.08
	- in contract 30% discount User: YEN DORIS Date: 1/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/20/21	Computerized Legal Research - Westlaw	\$7.46
	- in contract 30% discount User: YEN DORIS Date: 1/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/20/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: CHAPMAN DEAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$72.30
01/20/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: CHAPMAN DEAN; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.38
01/20/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E041-21 DATE: 1/23/2021 TRACKING #: 1Z02E52E1595506372; SHIP DATE: 01/20/2021; SENDER: Bennett Walls; NAME: Dean Chapman COMPANY: Akin Gump ADDRESS: 218 White Hill Lane, Hillsdale, NY 12529 US;	\$82.12
01/21/21	Computerized Legal Research - Westlaw	\$52.23
	- in contract 30% discount User: RODRIGUEZ JAIME Date: 1/21/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/21/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E041-21 DATE: 1/23/2021 TRACKING #: 1Z02E52E0196156462; SHIP DATE: 01/21/2021; SENDER: Bennett Walls; NAME: COMPANY: Sean Nolan ADDRESS: 37 Macon Ave., Sayville, NY 11782 US;	\$22.20
01/21/21	Telephone - Long Distance VENDOR: ZACHARY D. LANIER INVOICE#: 4453623602121604 DATE: 2/12/2021 Court Calls, 01/21/21, Hearing Attendance, CourtSolutions	\$70.00
01/25/21	Computerized Legal Research - Westlaw	\$29.85
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/25/21	Computerized Legal Research - Westlaw	\$164.16
	- in contract 30% discount User:	

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	RODRIGUEZ JAIME Date: 1/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
01/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 1/26/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
01/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YOUNGS CONOR Date: 1/26/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$256.69
01/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/26/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
01/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
01/28/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 1/28/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$193.26
01/28/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 1/28/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
01/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2101 DATE: 1/31/2021	\$14.48
01/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2101 DATE: 1/31/2021	\$71.86
01/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2101 DATE: 1/31/2021	\$4.68
01/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC	\$5.44

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Bill Number: 1927778

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	INVOICE#: 328396-2101 DATE: 1/31/2021	
01/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2101 DATE: 1/31/2021	\$59.06
01/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2101 DATE: 1/31/2021	\$118.13
01/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2101 DATE: 1/31/2021	\$40.01
01/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2101 DATE: 1/31/2021	\$0.11
01/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Westlaw - in contract 30% discount User: GLACKIN PATRICK Date: 1/31/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$346.23
	Current Expenses	<u>\$1,193,365.13</u>
	Total Amount of This Invoice	\$1,660,818.13
	Prior Balance Due	<u>\$4,910,720.80</u>
	Total Balance Due Upon Receipt	<u>\$6,571,538.93</u>

H5

Invoice Date: 12/15/2020

Invoice Number: INV-28815

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.		11/1/2020	11/30/2020	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Hosting (GB)	11,864.7	\$9.00	\$106,782.30
Hosting Project Management (Hours)	16	\$185.00	\$2,960.00
User Fees (Users)	62	\$75.00	\$4,650.00

Subtotal \$114,392.30

Tax Total \$0.00

Total \$114,392.30

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*

H5

Invoice Date: 12/15/2020

Invoice Number: INV-28646

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.	18-23538	11/1/2020	11/30/2020	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Key Document Identification (Hours) <i>Key document identification in 3rd Party/Defendant, Seritage, Pre-Seritage, and General Issue sets for 39 mini-chron topics.</i>	442.25	\$450.00	\$199,012.50
Data Management (Hours) <i>Load defendant and 3rd party productions to DART to be available for future search requests</i>	9	\$225.00	\$2,025.00

This invoice is for search/review services only.
eDiscovery services will be billed separately.

Subtotal \$201,037.50

Tax Total \$0.00

Total \$201,037.50

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549
Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*

H5

Invoice Date: 1/13/2021

Invoice Number: INV-29070

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.	18-23538	12/1/2020	12/31/2020	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Key Document Identification (Hours) <i>Key document identification in 3rd Party/Defendant, Seritage, Pre-Seritage, and General Issue sets for 39 mini-chron topics.</i>	248.2	\$450.00	\$111,690.00
Data Management (Hours) <i>Load defendant and 3rd party productions to DART to be available for future search requests</i>	7.25	\$225.00	\$1,631.25

This invoice is for search/review services only.
eDiscovery services will be billed separately.

Subtotal \$113,321.25

Tax Total \$0.00

Total \$113,321.25

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*

H5

Invoice Date: 1/14/2021

Invoice Number: INV-29085

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.		12/1/2020	12/31/2020	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Hosting (GB)	11,869.5	\$9.00	\$106,825.50
Hosting Project Management (Hours)	7.83	\$185.00	\$1,448.55
User Fees (Users)	63.01	\$75.00	\$4,725.75

Subtotal \$112,999.80

Tax Total \$0.00

Total \$112,999.80

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549
Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*